

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF TENNESSEE  
AT CHATTANOOGA

---

ELITE PHYSICIAN SERVICES, LLC,	)	
	)	
Plaintiff,	)	No. 1:06-CV-86
	)	
v.	)	<i>Mattice/Carter</i>
	)	
CITICORP CREDIT SERVICES, INC. (USA),	)	
	)	
Defendant.	)	

---

**DEFENDANT'S REPLY IN SUPPORT OF  
ITS MOTION TO DISMISS OR TRANSFER**

---

# Defendant's Collective Exhibit C

The public records that comprise Exhibit D can be found at the following websites:

<http://www.sunbiz.org/corpweb/inquiry/search.html>

<http://www.occ.treas.gov/interp/sep06/cd06-08.pdf>

[www.occ.treas.gov/interp/sep06/intsep06.htm](http://www.occ.treas.gov/interp/sep06/intsep06.htm)

[www.microsoft.com/presspass/press/2003/jan03/01-13CitibankRMSPR.msp](http://www.microsoft.com/presspass/press/2003/jan03/01-13CitibankRMSPR.msp)

[www.microsoft.com/presspass/press/2003/jul03/07-28rms12releasepr.msp](http://www.microsoft.com/presspass/press/2003/jul03/07-28rms12releasepr.msp)

[http://69.80.208.235/bmiusacom/pdf/ms\\_rms\\_integrated\\_card\\_processing.pdf](http://69.80.208.235/bmiusacom/pdf/ms_rms_integrated_card_processing.pdf)

[http://www.smithbarney.com/products\\_services/private\\_business\\_services/businessfma/bus\\_admin.html?33d](http://www.smithbarney.com/products_services/private_business_services/businessfma/bus_admin.html?33d)

<http://www.citibank.com/us/cards/merchant/>



Comptroller of the Currency  
Administrator of National Banks

ENSURING A SAFE AND SOUND  
NATIONAL BANKING SYSTEM  
FOR ALL AMERICANS

 **Search**

[Search Tips](#) | [Subject Index](#) | [Site Map](#) | [Directory](#) | [Contact the OCC](#)

[Home](#)  
[What's New](#)  
[About the OCC](#)  
[Banker Education](#)  
[Careers at the OCC](#)  
[Community Affairs](#)  
[Corporate Applications](#)  
[Bank Activities \(PDF\)](#)  
[Contacts](#)  
[Licensing Manual](#)  
[Corporate Regulations](#)  
[Application Documents](#)  
[Electronic Banking](#)  
[Published Corporate Decisions](#)  
[Availability of Filed Applications](#)  
[Filing Fees](#)  
[Weekly Bulletin](#)  
[Search Weekly Bulletin](#)  
[Download a Weekly Bulletin](#)  
[CRA Information](#)  
[Consumer Complaints and Assistance](#)  
[Electronic Banking](#)  
[FOIA](#)  
[Issuances](#)  
[Legal and Regulatory](#)  
[News Releases](#)  
[Publications](#)  
[Public Information](#)  
[Related Sites](#)  
[Speeches](#)

#### National BankNet

Username

Password

**Login**

[What is BankNet?](#)

## Corporate Applications: September 2006

Vol. 19, No. 9

### IN THIS ISSUE:

#### CRA Decisions

Letter No.	Topic
<a href="#">135</a> (PDF)	Application to merge Republic National Bank, Houston, Texas with and into Trustmark National Bank, Jackson, Mississippi (Control Number 2006 SO 02 0024), 08/09/2006

#### Corporate Decisions

Letter No.	Topic
<a href="#">2006-08</a> (PDF)	Applications by Citibank, National Association, Citibank (South Dakota), National Association, and certain affiliates to internally reorganize and consolidate certain banking and credit card operations:
	<ul style="list-style-type: none"> <li>Application to convert Citibank, Federal Savings Bank, Reston, Virginia (a federal thrift) into a national bank with the resulting name of "CFSB, National Association" and to retain the existing branches of the bank after conversion (Control Number 2006 ML 01 0004), 08/03/2006</li> </ul>
	<ul style="list-style-type: none"> <li>Application to convert Citibank (West), FSB, San Francisco, California (a federal thrift) into a national bank with the resulting name of "West, National Association" and to retain the existing branches of the bank after conversion (Control Number 2006 ML 01 0005), 08/03/2006</li> </ul>
	<ul style="list-style-type: none"> <li>Application to merge CFSB, National Association, Reston, Virginia; West, National Association, San Francisco, California; Citibank Texas, National Association, Dallas, Texas; Citibank (Delaware), New Castle, Delaware; and Citibank (Banamex USA), Century City, California, with and into Citibank, National Association, New York, New York (Control Number 2006 ML 02 0000), 08/03/2006</li> </ul>
	<ul style="list-style-type: none"> <li>Application to merge Citicorp Trust, National Association, Los Angeles, California with and into Citibank, National Association, New York, New York (Control Number 2006 ML 02 0010), 08/03/2006</li> </ul>
	<ul style="list-style-type: none"> <li>Application by Citibank, National Association, New York, New York to hold Citigroup Trust - Delaware as an operating subsidiary (Control Number 2006 ML 08 0006), 08/03/2006</li> </ul>
	<ul style="list-style-type: none"> <li>Application by Citibank (South Dakota), National Association, Sioux Falls, South Dakota to hold Department Stores National Bank, Sioux Falls, South Dakota as an operating subsidiary (Control Number 2006 ML 08 0007),</li> </ul>



	08/03/2006
	<ul style="list-style-type: none"> <li>Application by Citibank (South Dakota), National Association, Sioux Falls, South Dakota to receive from Citibank, National Association, New York, New York a material non-cash contribution of the stock of Department Stores National Bank, Citicorp Credit Services (USA) (an operating subsidiary of Citibank, National Association) and Citicorp Payment Services, Inc. (an operating subsidiary of Citibank, National Association) (Control Number 2006 ML 12 0193), 08/03/2006</li> </ul>
	<ul style="list-style-type: none"> <li>Application by Citibank, National Association, New York, New York for a dividend-in-kind to its sole shareholder, Citicorp Holdings, of the stock of Citibank (South Dakota), National Association, Sioux Falls, South Dakota (a subsidiary of Citibank, National Association) (Control Number 2006 ML 12 0194), 08/03/2006</li> </ul>
	<ul style="list-style-type: none"> <li>Application to merge Citibank USA, National Association, Sioux Falls, South Dakota and Citibank (Nevada), National Association, Las Vegas, Nevada with and into Citibank (South Dakota), National Association, Sioux Falls, South Dakota (Control Number 2006 ML 02 0011), 08/03/2006</li> </ul>
	<ul style="list-style-type: none"> <li>Application by Citibank (South Dakota), National Association, Sioux Falls, South Dakota to purchase and assume certain assets and liabilities of Universal Financial Corp., Salt Lake City, Utah (a Utah state industrial loan company) (Control Number 2006 ML 02 0012), 08/03/2006</li> </ul>
	<ul style="list-style-type: none"> <li>Notice by Citibank, National Association, New York, New York, to acquire control of Citigroup Trust - Delaware, Wilmington, Delaware (Control Number 2006 ML 11 0001), 08/03/2006</li> </ul>
	<ul style="list-style-type: none"> <li>Notice by Citibank, National Association, New York, New York, to acquire control of Department Stores National Bank, Sioux Falls, South Dakota (Control Number 2006 ML 11 0002), 08/03/2006</li> </ul>
2006-09 (PDF)	Application to establish a new national bank with the title of HSBC National Bank USA, Bethesda, Maryland (Control Number 2006 NE 01 16), 08/17/2006

#### Approvals with conditions enforceable under 12 U.S.C. 1818

Letter No.	Topic
<a href="#">753</a> (PDF)	Application to merge Guarantee State Bank, Lawton, Oklahoma with and into First National Bank and Trust Company, Shawnee, Oklahoma, and the application to establish the operating subsidiary GSB Acquisition Company to enable the merger of Guarantee State Bank, Lawton, Oklahoma with and into First National Bank and Trust Company (Control Numbers 2006 SO 02 0025 and 2006 SO 08 0010), 07/13/2006
<a href="#">754</a> (PDF)	Application by La Caisse centrale Desjardins du Quebec (CCD) to establish a limited federal branch in Hallandale, Florida with the title of "Caisse centrale DesJardins US Branch" (Control Number 2005 IB 10 001), 08/08/2006
<a href="#">755</a> (PDF)	Application by HSBC Bank, National Association, Wilmington, Delaware requesting approval for its wholly-owned operating subsidiary, HSBC Investment (USA) Inc. to hold a limited equity investment in connection with investment management activities (Control Number 2006 NE 08 0012), 08/25/2006
	Application by Wachovia Bank, National Association, Charlotte, North Carolina to



756 (PDF)

establish five national trust banks:

- Wachovia Trust Company of Alabama, N.A., Homewood, AL;
- Wachovia Trust Company of North Carolina, N.A., Charlotte, NC;
- Wachovia Trust Company of South Carolina, N.A., Columbia, SC;
- Wachovia Trust Company of Tennessee, N.A., Nashville, TN;
- Wachovia Trust Company of Virginia, Richmond, VA.

(Control Numbers 2006 ML 01 0006 and 2006 ML 01 0009 thru 0012),  
09/05/2006

### Final Enforcement Actions

Enclosed is a copy of the OCC's news release number 2006-97, announcing the availability of enforcement actions. Copies of the final actions are available by writing to the OCC, Public Information Room, Mail Stop 1-5, Washington, D.C. 20219. When ordering, specify the appropriate enforcement action number.

### Community Reinvestment Act (CRA) Performance Evaluations

Enclosed is a list of CRA performance evaluations that became public during the period of August 14, 2006 through September 14, 2006.

PLEASE NOTE: Interpretive Letters and No-Objection Letters reflect the views of the Comptroller's legal staff. Corporate Decisions, CRA Decisions and Conditional Approvals are from the office of Licensing. The Community Development Investment Letters are from the office of Community Affairs. The list of CRA Ratings is from the Communications Division. For copies of the CRA evaluations, you may either contact the bank directly, or you may write to the Office of the Comptroller of the Currency (OCC) in any of three ways: by mail to the OCC, Attn: Public Information Room, Mail Stop 1-5, Washington, D.C. 20219; by fax to (202) 874-4448; or by e-mail to [FOIA-PA@occ.treas.gov](mailto:FOIA-PA@occ.treas.gov). You may also write to the OCC for copies of enforcement actions and charters with standard conditions.

Members of the news media are encouraged to cite the letter number when reporting or summarizing documents from this package. This helps us to process single requests based upon your citation in a timelier manner.

The Office of the Comptroller of the Currency publishes INTERPRETATIONS AND ACTIONS monthly. Subscriptions are available at a rate of \$175 per year by writing to the Comptroller of the Currency, ATTN: Accounts Receivable, Mail Stop 4-8, 250 E Street, S.W., Washington, DC 20219. Prepayment is requested. Suggestions, comments or questions may be sent to Jacqueline J. England, Comptroller of the Currency, Communications Division, Mail Stop 3-2, Washington, DC 20219.



The Office of the Comptroller of the Currency was created by Congress to charter national banks, to oversee a nationwide system of banking institutions, and to assure that national banks are safe and sound, competitive and profitable, and capable of serving in the best possible manner the banking needs of their customers.

**Accessibility | Privacy & Security |**  
**Contact Webmaster**  
**Department of the Treasury |**  
**FirstGov | No Fear Act |**  
**Get Acrobat Reader**





Comptroller of the Currency  
Administrator of National Banks

ENSURING A SAFE AND SOUND  
NATIONAL BANKING SYSTEM  
FOR ALL AMERICANS

 Search[Search Tips](#) | [Subject Index](#) | [Site Map](#) | [Directory](#) | [Contact the OCC](#)[Home](#)[What's New](#)[About the OCC](#)[OCC Annual Report](#)[Contact the OCC via  
E-mail](#)[Directory](#)[OCC Alumni](#)[Map of Districts](#)[OCC 140th  
Anniversary](#)[Strategic Plan \(PDF\)](#)[BankSchool](#)[Minority Banks](#)[Banker Education](#)[Careers at the OCC](#)[Community Affairs](#)[Corporate Applications](#)[CRA Information](#)[Consumer Complaints  
and Assistance](#)[Electronic Banking](#)[FOIA](#)[Issuances](#)[Legal and Regulatory](#)[News Releases](#)[Publications](#)[Public Information](#)[Related Sites](#)[Speeches](#)

#### National BankNet

Username

Password

[What is BankNet?](#)

## About the OCC

### The Office of the Comptroller of the Currency

The Office of the Comptroller of the Currency (OCC) charters, regulates, and supervises all national banks. It also supervises the federal branches and agencies of foreign banks. Headquartered in Washington, D.C., the OCC has four district offices plus an office in London to supervise the international activities of national banks.

The OCC was established in 1863 as a bureau of the U.S. Department of the Treasury. The OCC is headed by the Comptroller, who is appointed by the President, with the advice and consent of the Senate, for a five-year term. The Comptroller also serves as a director of the Federal Deposit Insurance Corporation (FDIC) and a director of the Neighborhood Reinvestment Corporation.

The OCC's nationwide staff of examiners conducts on-site reviews of national banks and provides sustained supervision of bank operations. The agency issues rules, legal interpretations, and corporate decisions concerning banking, bank investments, bank community development activities, and other aspects of bank operations.

National bank examiners supervise domestic and international activities of national banks and perform corporate analyses. Examiners analyze a bank's loan and investment portfolios, funds management, capital, earnings, liquidity, sensitivity to market risk, and compliance with consumer banking laws, including the Community Reinvestment Act. They review the bank's internal controls, internal and external audit, and compliance with law. They also evaluate bank management's ability to identify and control risk.

In regulating national banks, the OCC has the power to:

- Examine the banks.
- Approve or deny applications for new charters, branches, capital, or other changes in corporate or banking structure.
- Take supervisory actions against banks that do not comply with laws and regulations or that otherwise engage in unsound banking practices. The agency can remove officers and directors, negotiate agreements to change banking practices, and issue cease and desist orders as well as civil money penalties.
- Issue rules and regulations governing bank investments, lending, and other practices.

### The OCC's Objectives

The OCC's activities are predicated on four objectives that support the OCC's mission to ensure a stable and competitive national banking system. The four objectives are:

- To ensure the safety and soundness of the national banking system.
- To foster competition by allowing banks to offer new products and services.
- To improve the efficiency and effectiveness of OCC supervision, including reducing regulatory burden.
- To ensure fair and equal access to financial services for all Americans.





## History

In 1861, Secretary of the Treasury Salmon P. Chase recommended the establishment of a system of federally chartered national banks, each of which would have the power to issue standardized national bank notes based on United States bonds held by the bank. In the National Currency Act of 1863, the administration of the new national banking system was vested in the newly created OCC and its chief administrator, the Comptroller of the Currency.

The law was completely rewritten and re-enacted as the National Bank Act. That act authorized the Comptroller of the Currency to hire a staff of national bank examiners to supervise and periodically examine national banks. The act also gave the Comptroller authority to regulate lending and investment activities of national banks.

One of the reasons Congress created a banking system that issued national currency was to finance the Civil War. Although national banks no longer issue currency, they continue to play a prominent role in the nation's economic life. The OCC regulates and supervises more than 1,900 national banks and 51 federal branches of foreign banks in the U.S., accounting for about \$5.8 trillion or more than 67 percent of the total assets of all U.S. commercial banks (as of June 30, 2005).

## OCC Funding

The OCC does not receive any appropriations from Congress. Instead, its operations are funded primarily by assessments on national banks. National banks pay for their examinations, and they pay for the OCC's processing of their corporate applications. The OCC also receives revenue from its investment income, primarily from U.S. Treasury securities.

## FDIC Insurance

The FDIC insures the deposits in all national banks. An individual is limited to \$100,000 in insurance coverage at each bank (including all branches).

## Information about the OCC and Banking

You can learn more about what the OCC does (as well as what national banks are doing) by consulting the OCC's Web site (<http://www.occ.gov>). It contains the OCC's latest news releases, banking issuances, employment information, and publications. The Web site also has much more information, including the Weekly Bulletin of national banks' corporate applications, Community Reinvestment Act evaluations, the OCC's organizational directory, and forms and software.

Biographies of OCC's key leaders are also available online.

By law, the OCC is prohibited from releasing information from its bank safety and soundness examinations to the public. National banks must, however, submit a Report of Condition and Income (call report) four times a year to the FDIC. Call reports contain publicly available financial information about the bank. The FDIC makes these reports available upon request by phone (202-898-6570) and on the Web (<http://www.fdic.gov/bank/index.html>).

If you have a complaint about a national bank and cannot resolve it with the institution, contact the OCC Customer Assistance Group at 1-800-613-6743 or [customer.assistance@occ.treas.gov](mailto:customer.assistance@occ.treas.gov). Or, visit our Customer Assistance Group online for more information.

## Minority Affairs

Recognizing the important role that minority-owned banks play in addressing financial services needs in the minority and low-income communities they serve, the Office of the Comptroller of the Currency (OCC) is committed to encouraging the success of these banks. More information on minority-owned banks, visit OCC's Minority Affairs page.



## OCC Alumni

The OCC has more than 143 years of tradition and rich history. Over the years thousands of OCC alumni have made valuable contributions to America's national banking system and have gone on to make additional contributions in private industry and other branches of the federal government. The OCC values its relationships with all of its alumni. The agency encourages former employees to stay informed and engaged by visiting <http://www.occ.gov/alumni.htm>.

### For more information about the OCC, contact:

Office of the Comptroller of the Currency  
Communications Division  
Washington, DC 20219  
202-874-4700



The Office of the Comptroller of the Currency was created by Congress to charter national banks, to oversee a nationwide system of banking institutions, and to assure that national banks are safe and sound, competitive and profitable, and capable of serving in the best possible manner the banking needs of their customers.

**Accessibility | Privacy & Security |**  
**Contact Webmaster**  
**Department of the Treasury |**  
**FirstGov | No Fear Act |**  
**Get Acrobat Reader**

**THIS PAGE  
INTENTIONALLY BLANK**